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## **CHARMACY PHARMACEUTICAL CO., LTD.**

### **創美藥業股份有限公司**

*(a joint stock limited liability company established in the People’s Republic of China)*

**(Stock code: 2289)**

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 10 JUNE 2017;**
- (2) DISTRIBUTION OF 2016 FINAL DIVIDEND;**
- (3) CHANGE OF AUDITORS;**
- AND**
- (4) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 10 JUNE 2017**

References are made to the notice of the annual general meeting of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 25 April 2017 (the “**Notice of AGM**”) and the circular of the Company dated 25 April 2017 (the “**Circular**”). Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

#### **Poll Results of the AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 10 June 2017 (the “**AGM**”).

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Shares Actually Voted (%)		
		For	Against	Abstain
1.	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2016.	92,444,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.	92,444,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the report of the auditors and the audited consolidated financial statements of the Company for the year ended 31 December 2016.	92,444,000 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the change of auditors and the appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2017, to hold office until the conclusion of the next AGM of the Company and to authorise the Board to fix its remuneration.	92,444,000 (100%)	0 (0%)	0 (0%)
5.	To authorise the Board to fix the remuneration of the Directors and supervisors.	92,444,000 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the change in use of proceeds from the Global Offering.	92,444,000 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2016.	92,444,000 (100%)	0 (0%)	0 (0%)
8.	To consider and approve granting to the Board an authorization to impose in its absolute discretion the relevant financing matters of the Company and its subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc).	92,444,000 (100%)	0 (0%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>Number of Shares Actually Voted (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
9.	To consider and approve granting to the Board an authorization to provide assistance (including but not limited to guarantees, credit supports, etc) in its absolute discretion to the financing matters of the Company's subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc).	92,444,000 (100%)	0 (0%)	0 (0%)

<b>Special Resolution</b>		<b>Number of Shares Actually Voted (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
10.	To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in the circular of the Company dated 25 April 2017), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company.	92,444,000 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 9, these resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes were cast in favour of the resolution numbered 10, this resolution was duly passed as a special resolution of the Company.

*Notes:*

1. As at the date of the AGM, the total number of issued Shares was 108,000,000 Shares, comprising 28,000,000 H Shares and 80,000,000 Domestic Shares, which represented the total number of shares entitling the holders to attend and vote on the proposed resolutions at the AGM.
2. There were no Shareholders, who, pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), were required to abstain from voting in favour of any of the proposed resolutions at the AGM, nor were there any Shareholders who were required under the Listing Rules to abstain from voting.
3. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.
4. For the above resolutions, the Shareholders, proxies or authorised representatives holding in aggregate of 92,444,000 Shares, representing approximately 85.60% of the total voting Shares, were present in person or by proxy at the AGM.
5. The Company’s H share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## **(2) DISTRIBUTION OF 2016 FINAL DIVIDEND**

### **Information on Distribution of 2016 Final Dividend**

The Board announces the following information relating to distribution of 2016 final dividend:

The Company will distribute the final dividend of RMB0.20 (tax inclusive) per Share for the year ended 31 December 2016 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 20 June 2017 (the “**2016 Final Dividend**”), in which the dividend of Domestic Shares amounts to RMB16 million (tax inclusive) and the dividend of H Shares amounts to RMB5.6 million (tax inclusive). For distribution of the 2016 Final Dividend, dividends on Domestic Shares shall be paid in Renminbi and dividends on H Shares shall be paid in Hong Kong Dollars at the average medium price of the related foreign exchange rate as announced by the People’s Bank of China for a calendar week immediately prior to the date of AGM. The average medium price of Renminbi against Hong Kong Dollar published by The People’s Bank of China for a calendar week immediately prior to the AGM, that was, from Saturday, 3 June 2017 to Friday, 9 June 2017, was HK\$1.00 to RMB0.871518. Accordingly, the 2016 Final Dividend payable per H Share is HK\$0.229485 (tax inclusive). The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the 2016 Final Dividend declared by the Company on behalf of the holders of H Shares. The 2016 Final Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to holders of H Shares who are entitled to receive the 2016 Final Dividend at their own risks on or before 17 July 2017.

## **Withholding of Income Taxes on Dividend Income**

As stated in the Circular, pursuant to the Corporate Income Tax Law of the PRC and its implementation rules and relevant regulations including Guo Shui Han [2008] No. 897 issued by China's State Administration of Taxation, where the Company distributes the 2016 Final Dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares, it is obliged to withhold corporate income tax at the tax rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently the dividends received will be subject to the withholding of the corporate income tax.

Pursuant to the PRC Individual Income Tax Law and its implementation regulations and relevant regulations including Guo Shui Han [2011] No. 348 issued by China's State Administration of Taxation, the Company is required to withhold non-resident individual income tax for non-resident individual Shareholders of H Shares. The overseas resident individual Shareholders who hold the shares issued in Hong Kong by the domestic non-foreign-invested enterprises are entitled to relevant tax concessions pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax arrangements between the Mainland and Hong Kong (Macau). As for the individual Shareholders of H Shares, the Company will generally withhold the individual income tax of the dividends at the tax rate of 10%, except for the other requirements of the tax regulations and relevant tax treaties.

### **(3) CHANGE OF AUDITORS**

Following the passing of ordinary resolution no.4 of the AGM, SHINEWING Certified Public Accountants (LLP) has been appointed as the auditors of the Company with effect from the conclusion of AGM.

### **(4) APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 9 November 2016, the Board is pleased to announce that the appointment of Mr. Li Weisheng (李偉生) (“**Mr. Li**”) as a non-executive Director was effective from 10 June 2017.

Biographical details of Mr. Li Weisheng is set out as follows:

Mr. Li, aged 52, is a Pharmacist-in-charge. He has been the general manager of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited since December 2015. He worked in Guangzhou Pharmaceutical Trading Co., Ltd. from July 1989 to November 2011 and was the deputy general manager of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited from November 2011 to December 2015. Mr. Li graduated from Guangdong Pharmaceutical University (formerly known as Guangdong Pharmaceutical Institute) with a bachelor degree in medicines, majoring preventive healthcare in 1989.

As far as the Directors are aware, Mr. Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Li does not have any relationship with any directors, supervisors, senior management or substantial shareholders of the Company, nor does he hold any position in the Company or any of its subsidiaries.

Mr. Li's term of service commences on 10 June 2017 and end concurrently with the current session of the Board and he shall be eligible for re-election in accordance with the mechanism set out in the Articles of Association. Mr. Li has entered into a letter of appointment with the Company which is effective from 10 June 2017. Mr. Li will not receive any director's fees. As at the date of this announcement, Mr. Li does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Li which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders.

By order of the Board  
**Charmacy Pharmaceutical Co., Ltd.**  
**Yao Chuanglong**  
*Chairman*

Hong Kong, 10 June 2017

*As at the date of this announcement, the executive Directors of the Company are Mr. Yao Chuanglong, Ms. Zheng Yuyan, Mr. Fan Jianbo and Mr. Lin Zhixiong; the non-executive Directors of the Company are Ms. You Zeyan and Mr. Li Weisheng; and the independent non-executive Directors of the Company are Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian (also known as Guan Suzhe).*